

## APPENDIX D



**FILED**

11/09/22

04:59 PM

**A2211010**

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF  
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT  
COPY OF THE CERTIFICATE OF INCORPORATION OF "TWUS HOLDINGS USA  
INC.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF MAY, A.D.  
2006, AT 2:03 O'CLOCK P.M.



  
Jeffrey W. Bullock, Secretary of State

4158803 8100  
SR# 20223838458

Authentication: 204690223

Date: 10-24-22

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

**CERTIFICATE OF INCORPORATION  
OF  
TWUS HOLDINGS USA INC.**

To form a corporation pursuant to the General Corporation Law of the State of Delaware (the "General Corporation Law"), the undersigned hereby certifies as follows:

1. Name. The name of the corporation is TWUS Holdings USA Inc.
2. Registered Office and Registered Agent. The address of the registered office of the corporation in Delaware is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, DE 19801, County of New Castle, and the name of its registered agent at that address is The Corporation Trust Company.
3. Purposes. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law.
4. Capital Stock. The total number of shares of stock that the corporation is authorized to issue is 100,000 shares, par value \$.01 per share, all of which shares are designated as common stock.
5. Bylaws. The board of directors of the corporation is expressly authorized to adopt, amend or repeal bylaws of the corporation.
6. Limitation of Directors' Liability; Indemnification. The personal liability of a director of the corporation to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director shall be eliminated to the fullest extent permitted by law. The corporation is authorized to indemnify (and advance expenses to) its directors and officers to the fullest extent permitted by law. Neither the amendment, modification or repeal of this Article nor the adoption of any provision in this certificate of incorporation inconsistent with this Article shall adversely affect any right or protection of a director or officer of the corporation with respect to any act or omission that occurred prior to the time of such amendment, modification, repeal or adoption.
7. Elections of Directors. Elections of directors need not be by written ballot unless the bylaws of the corporation shall so provide.
8. Incorporator. The name and mailing address of the incorporator are Jeffrey A. Peterson, Dorsey & Whitney LLP, #1605 - 777 Dunsmuir Street, P.O. Box 10444, Pacific Centre, Vancouver, British Columbia, Canada V7Y 1K4.

Dated: May 15, 2006

  
\_\_\_\_\_  
Jeffrey A. Peterson, Incorporator

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "TWUS HOLDINGS USA INC.", CHANGING ITS NAME FROM "TWUS HOLDINGS USA INC." TO "CORIX INFRASTRUCTURE (US) INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF JUNE, A.D. 2006, AT 11:09 O'CLOCK A.M.



  
Jeffrey W. Bullock, Secretary of State

4158803 8100  
SR# 20223838458

Authentication: 204690222  
Date: 10-24-22

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION  
OF

TWUS HOLDINGS USA INC.

It is hereby certified that:

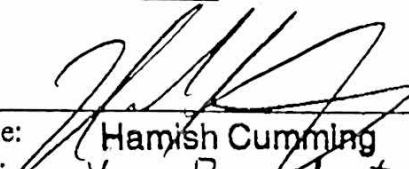
1. The name of the corporation (hereinafter called the "corporation") is TWUS Holdings USA Inc.

2. The certificate of incorporation of the corporation is hereby amended by striking out the First Article thereof and by substituting in lieu of said Article the following new Article:

"FIRST: The name of the corporation (hereinafter called the "corporation") is Corix Infrastructure (US) Inc."

3. The amendment of the certificate of incorporation herein certified has been duly adopted and written consent has been given in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

Signed on June 28, 2006.

  
Name: Hamish Cumming  
Title: Vice President

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 11:21 AM 06/29/2006  
FILED 11:09 AM 06/29/2006  
SRV 060625313 - 4158803 FILE



# California Secretary of State

## Business Programs Division

1500 11th Street, Sacramento, CA 95814

**Request Type:** Certified Copies

**Entity Name:** CORIX INFRASTRUCTURE (US)  
INC.

**Formed In:** DELAWARE

**Entity No.:** 5306462

**Entity Type:** Stock Corporation - Out of State -  
Stock

**Issuance Date:** 10/25/2022

**Copies Requested:** 1

**Receipt No.:** 002810465

**Certificate No.:** 055030110

### Document Listing

Reference #	Date Filed	Filing Description	Number of Pages
B1200-7188	10/25/2022	Initial Filing	2

\*\* \*\*\*\* \*\*\*\*\* \*\*\*\*\* End of list \*\*\*\*\* \*\*\*\*\* \*\*\*\* \*\*

I, SHIRLEY N. WEBER, PH.D., California Secretary of State, do hereby certify on the Issuance Date, the attached document(s) referenced above are true and correct copies and were filed in this office on the date(s) indicated above.



**IN WITNESS WHEREOF**, I execute this certificate and affix the Great Seal of the State of California on October 25, 2022.

**SHIRLEY N. WEBER, PH.D.**  
**Secretary of State**

To verify the issuance of this Certificate, use the Certificate No. above with the Secretary of State Certification Verification Search available at [bizfileOnline.sos.ca.gov](http://bizfileOnline.sos.ca.gov).



5306462



**STATE OF CALIFORNIA**  
*Office of the Secretary of State*  
**STATEMENT AND DESIGNATION - OUT-OF-STATE  
STOCK CORPORATION**

California Secretary of State  
1500 11th Street  
Sacramento, California 95814  
(916) 653-3516

For Office Use Only

**-FILED-**

File No.: 5306462

Date Filed: 10/25/2022

B1200-7188 10/25/2022 9:14 AM Received by California Secretary of State

Corporation Name Corporation Name	CORIX INFRASTRUCTURE (US) INC.
Jurisdiction This Corporation is Formed in	DELAWARE
Street Address of Principal Office of Corporation Principal Address	500 W MONROE ST SUITE 3600 CHICAGO, IL 60661
Mailing Address of Corporation Mailing Address	500 W MONROE ST SUITE 3600 CHICAGO, IL 60661
Attention	
Street Address of California Office of Corporation Street Address of California Office	None
Agent for Service of Process California Registered Corporate Agent (1505)	CSC - LAWYERS INCORPORATING SERVICE Registered Corporate 1505 Agent
Consent to Service of Process The corporation irrevocably consents to service of process directed to the corporation upon the agent designated and to service of process on the Secretary of State if the agent designated or the agent's successor is no longer authorized to act or cannot be found at the address given.  Consent under this paragraph extends to service of process directed to the out-of-state corporation's agent in this state for a search warrant issued pursuant to California Penal Code section 1524.2, or for any other validly issued and properly served search warrant, for records or documents that are in the possession of the out-of-state corporation and are located inside or outside of this state. This shall apply to a out-of-state corporation that is a party or a nonparty to the matter for which the search warrant is sought. "Properly served" means delivered by hand, or in a manner reasonably allowing for proof of delivery if delivered by United States mail, overnight delivery service, or facsimile to a person or entity listed in California Corporations Code section 2110, or any other means specified by the out-of-state corporation, including, but not limited to, email or submission via an Internet Web portal that the out-of-state corporation has designated for the purpose of service of process.	
Electronic Signature <input checked="" type="checkbox"/> I am a corporate officer and am authorized to sign on behalf of the out-of-state corporation.  Kevin Labor Signature	10/25/2022 Date

Certificate Verification No.: 055030110 Date: 10/25/2022



# Secretary of State

## Certificate of Qualification / Registration

I, SHIRLEY N. WEBER, PH.D., California Secretary of State, hereby certify:

**Entity Name:** CORIX INFRASTRUCTURE (US) INC.  
**Entity No.:** 5306462  
**Registration Date:** 10/25/2022  
**Filing Type:** Stock Corporation - Out of State - Stock  
**Formed In:** DELAWARE

The above referenced entity complied with the requirements of California law in effect on the Registration Date for the purpose of qualifying to transact intrastate business in the State of California, and that as of the Registration Date, said entity became and now is duly registered, qualified and authorized to transact intrastate business in the State of California, subject however, to any licensing requirements otherwise imposed by the laws of this State and that the entity shall transact all intrastate business within California under the Entity Name as set forth above.

No information is available from this office regarding the financial condition, status of licenses, if any, business activities or practices of the entity.



**IN WITNESS WHEREOF**, I execute this certificate and affix the Great Seal of the State of California this day of October 25, 2022.

**SHIRLEY N. WEBER, PH.D.**  
**Secretary of State**

**Certificate No.:** 055030211

To verify the issuance of this Certificate, use the Certificate No. above with the Secretary of State Certification Verification Search available at [bizfileOnline.sos.ca.gov](http://bizfileOnline.sos.ca.gov).